

Registre de Commerce et des Sociétés

**B90106** - L150183005

déposé le 09/10/2015

## **MENTION**

CVC Capital Partners (Luxembourg) Sàrl  
Société à responsabilité limitée  
Siège social : 20, avenue Monterey, L-2163 Luxembourg  
R.C.S. Luxembourg: B90106  
Capital social : EUR 112.500

Code donneur d'ordre : 1031

Les comptes annuels au 31 décembre 2014 ont été déposés au Registre de Commerce et des Sociétés de Luxembourg.

Pour mention aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 6 octobre 2015

**BALANCE SHEET**Financial year from <sup>01</sup> 01/01/2014 to <sup>02</sup> 31/12/2014 (in <sup>03</sup> EUR )

CVC Capital Partners (Luxembourg) Sàrl

20, Avenue Monterey

L-2163 Luxembourg

**ASSETS**

|  | Reference(s) | Current year   | Previous year     |
|--|--------------|----------------|-------------------|
| <b>A. Subscribed capital unpaid</b>  | 1101         | 101            | 102               |
| I. Subscribed capital not called   | 1103         | 103            | 104               |
| II. Subscribed capital called but unpaid   | 1105         | 105            | 106               |
| <b>B. Formation expenses</b>   | 1107         | 107            | 108               |
| <b>C. Fixed assets</b>   | 1109         | 10.638.504,52  | 110 10.195.997,88 |
| I. Intangible fixed assets   | 1111 2.2.2,3 | 111 829.648,91 | 112 185.344,98    |
| 1. Research and development costs  | 1113 3       | 113 411.811,48 | 114 68.455,30     |
| 2. Concessions, patents, licences, trade marks and similar rights and assets, if they were | 1115         | 115 417.837,43 | 116 116.889,68    |
| a) acquired for valuable consideration and need not be shown under C.I.3                   | 1117 3       | 117 417.837,43 | 118 116.889,68    |
| b) created by the undertaking itself   | 1119         | 119            | 120               |
| 3. Goodwill, to the extent that it was acquired for valuable consideration                 | 1121         | 121            | 122               |
| 4. Payments on account and intangible fixed assets under development                       | 1123         | 123            | 124               |
| II. Tangible fixed assets  | 1125 2.2.3,4 | 125 7.234,97   | 126 33.870,73     |
| 1. Land and buildings  | 1127         | 127            | 128               |
| 2. Plant and machinery   | 1129 4       | 129 147,62     | 130 347,30        |

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|   | Reference(s)        | Current year             | Previous year            |
|---|---------------------|--------------------------|--------------------------|
| 3. Other fixtures and fittings, tools and equipment   | 1131 <u>4</u>       | 131 <u>7.087,35</u>      | 132 <u>33.523,43</u>     |
| 4. Payments on account and tangible fixed assets under development  | 1133 _____          | 133 _____                | 134 _____                |
| III. Financial fixed assets   | 1135 <u>2.2.4,5</u> | 135 <u>9.801.620,64</u>  | 136 <u>9.976.782,17</u>  |
| 1. Shares in affiliated undertakings  | 1137 <u>5</u>       | 137 <u>9.801.620,64</u>  | 138 <u>9.976.782,17</u>  |
| 2. Amounts owed by affiliated undertakings  | 1139 _____          | 139 _____                | 140 _____                |
| 3. Shares in undertakings with which the undertaking is linked by virtue of participating interests       | 1141 _____          | 141 _____                | 142 _____                |
| 4. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests | 1143 _____          | 143 _____                | 144 _____                |
| 5. Securities and other financial instruments held as fixed assets  | 1145 _____          | 145 _____                | 146 _____                |
| 6. Loans and claims held as fixed assets  | 1147 _____          | 147 _____                | 148 _____                |
| 7. Own shares or own corporate units  | 1149 _____          | 149 <u>0,00</u>          | 150 _____                |
| <b>D. Current assets</b>  | 1151 _____          | 151 <u>15.880.297,08</u> | 152 <u>11.769.638,21</u> |
| I. Inventories  | 1153 _____          | 153 _____                | 154 _____                |
| 1. Raw materials and consumables  | 1155 _____          | 155 _____                | 156 _____                |
| 2. Work and contracts in progress   | 1157 _____          | 157 _____                | 158 _____                |
| 3. Finished goods and merchandise   | 1159 _____          | 159 _____                | 160 _____                |
| 4. Payments on account  | 1161 _____          | 161 _____                | 162 _____                |
| II. Debtors   | 1163 <u>2.2.5,7</u> | 163 <u>15.006.517,28</u> | 164 <u>10.105.666,11</u> |
| 1. Trade receivables  | 1165 _____          | 165 <u>11.923.112,37</u> | 166 <u>9.416.447,65</u>  |
| a) becoming due and payable within one year   | 1167 <u>7</u>       | 167 <u>11.923.112,37</u> | 168 <u>9.416.447,65</u>  |
| b) becoming due and payable after more than one year  | 1169 _____          | 169 _____                | 170 _____                |
| 2. Amounts owed by affiliated undertakings  | 1171 _____          | 171 <u>2.433.149,00</u>  | 172 <u>100.000,00</u>    |
| a) becoming due and payable within one year   | 1173 _____          | 173 <u>1.233.149,00</u>  | 174 _____                |
| b) becoming due and payable after more than one year  | 1175 <u>7</u>       | 175 <u>1.200.000,00</u>  | 176 <u>100.000,00</u>    |
| 3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests | 1177 _____          | 177 _____                | 178 _____                |
| a) becoming due and payable within one year   | 1179 _____          | 179 _____                | 180 _____                |
| b) becoming due and payable after more than one year  | 1181 _____          | 181 _____                | 182 _____                |

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|   | Reference(s)       | Current year             | Previous year            |
|---|--------------------|--------------------------|--------------------------|
| 4. Other receivables  | 1183 _____         | 183 <u>650.255,91</u>    | 184 <u>589.218,46</u>    |
| a) becoming due and payable within one year   | 1185 _____ 7       | 185 <u>650.255,91</u>    | 186 <u>589.218,46</u>    |
| b) becoming due and payable after more than one year  | 1187 _____         | 187 _____                | 188 _____ 0,00           |
| III. Transferable securities and other financial instruments  | 1189 _____         | 189 <u>0,00</u>          | 190 <u>0,00</u>          |
| 1. Shares in affiliated undertakings and in undertakings with which the undertaking is linked by of participating interests | 1191 _____         | 191 _____                | 192 _____                |
| 2. Own shares or own corporate units  | 1193 _____         | 193 _____                | 194 _____                |
| 3. Other transferable securities and other financial instruments  | 1195 _____         | 195 <u>0,00</u>          | 196 <u>0,00</u>          |
| IV. Cash at bank, cash in postal cheque accounts, cheques and cash in hand  | 1197 _____         | 197 <u>873.779,80</u>    | 198 <u>1.663.972,10</u>  |
| <b>E. Prepayments</b>   | 1199 <u>2.2.10</u> | 199 <u>94.307,87</u>     | 200 <u>109.643,05</u>    |
| <b>TOTAL (ASSETS)</b>   |                    | 201 <u>26.613.109,47</u> | 202 <u>22.075.279,14</u> |

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**LIABILITIES**

|   | Reference(s)              | Current year             | Previous year            |
|---|---------------------------|--------------------------|--------------------------|
| <b>A. Capital and reserves</b>                          |                           |                          |                          |
|   | 1301 _____                | 301 <u>20.378.317,93</u> | 302 <u>16.033.757,21</u> |
| I. Subscribed capital                                   | 1303 _____ 8              | 303 <u>112.500,00</u>    | 304 <u>125.000,00</u>    |
| II. Share premium and similar premiums                  | 1305 _____                | 305 _____                | 306 _____                |
| III. Revaluation reserves                               | 1307 _____                | 307 _____                | 308 _____                |
| IV. Reserves  | 1309 _____                | 309 <u>12.500,00</u>     | 310 <u>12.500,00</u>     |
| 1. Legal reserve  | 1311 _____ 9              | 311 <u>12.500,00</u>     | 312 <u>12.500,00</u>     |
| 2. Reserve for own shares or own corporate units        | 1313 _____                | 313 <u>0,00</u>          | 314 _____                |
| 3. Reserves provided for by the articles of association | 1315 _____                | 315 _____                | 316 _____                |
| 4. Other reserves                                       | 1317 _____                | 317 <u>0,00</u>          | 318 _____                |
| V. Profit or loss brought forward                       | 1319 _____                | 319 <u>3.908.757,21</u>  | 320 <u>12.914.501,50</u> |
| VI. Profit or loss for the financial year               | 1321 _____                | 321 <u>16.344.560,72</u> | 322 <u>2.981.755,71</u>  |
| VII. Interim dividends                                  | 1323 _____                | 323 _____                | 324 _____                |
| VIII. Capital investment subsidies                      | 1325 _____                | 325 _____                | 326 _____                |
| IX. Temporarily not taxable capital gains               | 1327 _____                | 327 _____                | 328 _____                |
| <b>B. Subordinated debts</b>                            | 1329 _____                | 329 _____                | 330 _____                |
| 1. Convertible loans                                    | 1413 _____                | 413 _____                | 414 _____                |
| a) becoming due and payable within one year             | 1415 _____                | 415 _____                | 416 _____                |
| b) becoming due and payable after more than one year    | 1417 _____                | 417 _____                | 418 _____                |
| 2. Non convertible loans                                | 1419 _____                | 419 _____                | 420 _____                |
| a) becoming due and payable within one year             | 1421 _____                | 421 _____                | 422 _____                |
| b) becoming due and payable after more than one year    | 1423 _____                | 423 _____                | 424 _____                |
| <b>C. Provisions</b>                                    | 1331 _____                | 331 <u>794.631,94</u>    | 332 _____                |
| 1. Provisions for pensions and similar obligations      | 1333 _____                | 333 _____                | 334 _____                |
| 2. Provisions for taxation                              | 1335 _____                | 335 <u>794.631,94</u>    | 336 _____                |
| 3. Other provisions                                     | 1337 _____                | 337 _____                | 338 _____                |
| <b>D. Non subordinated debts</b>                        | 1339 _____ <u>2.29,10</u> | 339 <u>5.440.159,60</u>  | 340 <u>6.041.521,93</u>  |
| 1. Debenture loans                                      | 1341 _____                | 341 _____                | 342 _____                |
| a) Convertible loans                                    | 1343 _____                | 343 _____                | 344 _____                |
| i) becoming due and payable within one year             | 1345 _____                | 345 _____                | 346 _____                |
| ii) becoming due and payable after more than one year   | 1347 _____                | 347 _____                | 348 _____                |

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|   | Reference(s) | Current year | Previous year |
|---|--------------|--------------|---------------|
| b) Non convertible loans  | 1349         | 349          | 350           |
| i) becoming due and payable within one year   | 1351         | 351          | 352           |
| ii) becoming due and payable after more than one year   | 1353         | 353          | 354           |
| 2. Amounts owed to credit institutions  | 1355         | 355          | 356           |
| a) becoming due and payable within one year   | 1357         | 357          | 358           |
| b) becoming due and payable after more than one year  | 1359         | 359          | 360           |
| 3. Payments received on account of orders as far as they are not deducted distinctly from inventories     | 1361         | 361          | 362           |
| a) becoming due and payable within one year   | 1363         | 363          | 364           |
| b) becoming due and payable after more than one year  | 1365         | 365          | 366           |
| 4. Trade creditors  | 1367         | 5.348.799,59 | 5.340.576,21  |
| a) becoming due and payable within one year   | 1369         | 5.348.799,59 | 5.340.576,21  |
| b) becoming due and payable after more than one year  | 1371         | 371          | 372           |
| 5. Bills of exchange payable  | 1373         | 373          | 374           |
| a) becoming due and payable within one year   | 1375         | 375          | 376           |
| b) becoming due and payable after more than one year  | 1377         | 377          | 378           |
| 6. Amounts owed to affiliated undertakings  | 1379         | 379          | 380           |
| a) becoming due and payable within one year   | 1381         | 381          | 382           |
| b) becoming due and payable after more than one year  | 1383         | 383          | 384           |
| 7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests | 1385         | 385          | 386           |
| a) becoming due and payable within one year   | 1387         | 387          | 388           |
| b) becoming due and payable after more than one year  | 1389         | 389          | 390           |
| 8. Tax and social security debts  | 1391         | 91.360,01    | 700.945,72    |
| a) Tax debts  | 1393         | 0,00         | 643.794,32    |
| b) Social security debts  | 1395         | 91.360,01    | 57.151,40     |

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|   | Reference(s) | Current year            | Previous year           |
|---|--------------|-------------------------|-------------------------|
| 9. Other creditors                                      | 1397 _____   | 397 _____ 0,00          | 398 _____ 0,00          |
| a) becoming due and payable<br>within one year          | 1399 _____   | 399 _____ 0,00          | 400 _____ 0,00          |
| b) becoming due and payable<br>after more than one year | 1401 _____   | 401 _____               | 402 _____               |
| <b>E. Deferred income</b>                               | 1403 _____   | 403 _____               | 404 _____               |
|   |              | 405 _____ 26.613.109,47 | 406 _____ 22.075.279,14 |
| <b>TOTAL (LIABILITIES)</b>                              |              |                         |                         |

**PROFIT AND LOSS ACCOUNT**Financial year from <sup>01</sup> 01/01/2014 to <sup>02</sup> 31/12/2014 (in <sup>03</sup> EUR )

CVC Capital Partners (Luxembourg) Sàrl

20, Avenue Monterey

L-2163 Luxembourg

**A. CHARGES**

|   | Reference(s)            | Current year             | Previous year            |
|---|-------------------------|--------------------------|--------------------------|
| <b>1. Use of merchandise, raw materials and consumable materials</b>  |                         |                          |                          |
|   | 1601 _____              | 601 <u>9.928,12</u>      | 602 <u>7.174,69</u>      |
| <b>2. Other external charges</b>  |                         |                          |                          |
|   | 1603 _____ <u>11</u>    | 603 <u>39.074.898,27</u> | 604 <u>32.235.952,03</u> |
| <b>3. Staff costs</b>   |                         |                          |                          |
|   | 1605 _____ <u>12</u>    | 605 <u>2.552.741,12</u>  | 606 <u>2.129.640,08</u>  |
| a) Salaries and wages   | 1607 _____              | 607 <u>2.357.971,54</u>  | 608 <u>1.954.315,34</u>  |
| b) Social security on salaries and wages  | 1609 _____              | 609 <u>131.027,49</u>    | 610 <u>118.106,30</u>    |
| c) Supplementary pension costs  | 1611 _____              | 611 <u>63.742,09</u>     | 612 <u>57.218,44</u>     |
| d) Other social costs   | 1613 _____              | 613 _____                | 614 _____                |
| <b>4. Value adjustments</b>   |                         |                          |                          |
|   | 1615 _____ <u>2.2.8</u> | 615 <u>466.624,32</u>    | 616 <u>227.878,28</u>    |
| a) on formation expenses and on tangible and intangible fixed assets  | 1617 _____ <u>3,4</u>   | 617 <u>466.624,32</u>    | 618 <u>227.878,28</u>    |
| b) on current assets  | 1619 _____              | 619 _____                | 620 _____                |
| <b>5. Other operating charges</b>   |                         |                          |                          |
|   | 1621 _____              | 621 _____                | 622 _____                |
| <b>6. Value adjustments and fair value adjustments on financial fixed assets</b>  |                         |                          |                          |
|   | 1623 _____ <u>5</u>     | 623 <u>102.258,47</u>    | 624 _____                |
| <b>7. Value adjustments and fair value adjustments on financial current assets. Loss on disposal of transferable securities</b> |                         |                          |                          |
|   | 1625 _____              | 625 <u>98.312,88</u>     | 626 _____                |
| <b>8. Interest and other financial charges</b>  |                         |                          |                          |
|   | 1627 _____              | 627 <u>457.262,58</u>    | 628 <u>544.525,03</u>    |
| a) concerning affiliated undertakings   | 1629 _____              | 629 _____                | 630 _____                |
| b) other interest and similar financial charges   | 1631 _____              | 631 <u>457.262,58</u>    | 632 <u>544.525,03</u>    |



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|   | Reference(s)         | Current year                   | Previous year                  |
|---|----------------------|--------------------------------|--------------------------------|
| <b>9. Share of losses of undertakings accounted for under the equity method</b> | 1649 _____           | 649 _____                      | 650 _____                      |
| <b>10. Extraordinary charges</b>  | 1633 _____           | 633 _____                      | 634 _____                      |
| <b>11. Income tax</b>   | 1635 _____ <u>15</u> | 635 _____ <u>488.167,08</u>    | 636 _____ <u>378.887,86</u>    |
| <b>12. Other taxes not included in the previous caption</b>                     | 1637 _____ <u>15</u> | 637 _____ <u>5,00</u>          | 638 _____ <u>31.250,00</u>     |
| <b>13. Profit for the financial year</b>  | 1639 _____           | 639 _____ <u>16.344.560,72</u> | 640 _____ <u>2.981.755,71</u>  |
| <b>TOTAL CHARGES</b>  |                      | 641 _____ <u>59.594.758,56</u> | 642 _____ <u>38.537.063,68</u> |

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**B. INCOME**

|   | Reference(s)   | Current year             | Previous year            |
|---|----------------|--------------------------|--------------------------|
| <b>1. Net turnover</b>  | 1701 <u>13</u> | 701 <u>43.257.714,93</u> | 702 <u>35.531.037,67</u> |
| <b>2. Change in inventories of finished goods and of work and contracts in progress</b> | 1703 _____     | 703 _____                | 704 _____                |
| <b>3. Fixed assets under development</b>  | 1705 _____     | 705 _____                | 706 _____                |
| <b>4. Reversal of value adjustments</b>   | 1707 _____     | 707 _____                | 708 _____                |
| a) on formation expenses and on tangible and intangible fixed assets                    | 1709 _____     | 709 _____                | 710 _____                |
| b) on current assets  | 1711 _____     | 711 _____                | 712 _____                |
| <b>5. Other operating income</b>  | 1713 _____     | 713 <u>180.731,59</u>    | 714 <u>157.305,91</u>    |
| <b>6. Income from financial fixed assets</b>  | 1715 <u>6</u>  | 715 <u>13.881.362,55</u> | 716 <u>2.362.390,74</u>  |
| a) derived from affiliated undertakings   | 1717 <u>6</u>  | 717 <u>13.881.362,55</u> | 718 <u>2.362.390,74</u>  |
| b) other income from participating interests  | 1719 _____     | 719 _____                | 720 _____                |
| <b>7. Income from financial current assets</b>  | 1721 _____     | 721 <u>1.558.403,77</u>  | 722 _____                |
| a) derived from affiliated undertakings   | 1723 <u>14</u> | 723 <u>1.558.403,77</u>  | 724 _____                |
| b) other income from financial current assets   | 1725 _____     | 725 _____                | 726 _____                |
| <b>8. Other interest and other financial income</b>                                     | 1727 _____     | 727 <u>716.545,72</u>    | 728 <u>486.329,36</u>    |
| a) derived from affiliated undertakings   | 1729 _____     | 729 _____                | 730 _____                |
| b) other interest and similar financial income  | 1731 _____     | 731 <u>716.545,72</u>    | 732 <u>486.329,36</u>    |
| <b>9. Share of profits of undertakings accounted for under the equity method</b>        | 1745 _____     | 745 _____                | 746 _____                |
| <b>10. Extraordinary income</b>   | 1733 _____     | 733 _____                | 734 _____                |
| <b>13. Loss for the financial year</b>  | 1735 _____     | 735 <u>0,00</u>          | 736 <u>0,00</u>          |
| <b>TOTAL INCOME</b>   |                | 737 <u>59.594.758,56</u> | 738 <u>38.537.063,68</u> |

**CVC Capital Partners (Luxembourg) Sàrl**  
**Société à responsabilité limitée**  
**Siège social : 20, avenue Monterey, L-2163 Luxembourg**  
**R.C.S. Luxembourg: B90106**  
**Capital social : EUR 112.500**

**Conseil de gérance**

- Emanuela Brero, gérant, avec adresse professionnelle au 20, avenue Monterey, L-2163 Luxembourg
- Delphine Tempe, gérant, avec adresse au 291, route d'Arlon, L-2016 Luxembourg
- Mark Grizzelle, gérant, avec adresse professionnelle au 111, Strand, WC2R 0AG Londres, Royaume-Uni
- Iain Parham, gérant, avec adresse professionnelle au 111, Strand, WC2R 0AG Londres, Royaume-Uni
- Pierre Denis, gérant, avec adresse professionnelle au 20, avenue Monterey, L-2163 Luxembourg

**Réviseur d'entreprise agréé**

- Deloitte Audit, avec siège social au 560, rue de Neudorf, L-2220 Luxembourg

**Affectation du résultat**

Par résolutions prises en date du 24 juin 2015, l'associé unique a décidé de reporter le bénéfice, d'un montant de EUR 16,344,560.72, pour l'exercice social se clôturant au 31 décembre 2014.

**CVC Capital Partners (Luxembourg) S.à r.l.**  
**Notes to the annual accounts as at December 31, 2014**

**Note 1 - General**

CVC Capital Partners (Luxembourg) S.à r.l. (hereinafter « the Company ») is a Luxembourg holding company incorporated on November 18, 2002 as a *Société Anonyme* for an unlimited period of time and subject to general company law. Since November 19, 2004, the Company has been changed into a *Société à responsabilité limitée*, without discontinuity of its legal status.

The registered office is established at 20, avenue Monterey, L-2163 Luxembourg.

The Company's financial year starts on January 1 and ends on December 31 of each year.

The object of the Company is the holding of participations, in any form whatsoever, in Luxembourg and foreign companies, the acquisition by purchase, subscription, or in any other manner as well as the transfer by sale, exchange or otherwise of stock, bonds, debentures, notes and other securities of any kind and the ownership, administration, development and management of its portfolio. The Company may also hold interests in partnerships.

The Company may borrow in any form and proceed to the issuance of bonds, without a public offer, which may be convertible, and to the issuance of debentures.

The Company may grant assistance to affiliated or group companies as well as to any other entity that is or will be investing in affiliated or group companies and to any other entity it is interested in, take any controlling and supervisory measures and carry out any operation, which it may deem useful in the accomplishment and development of its purposes.

The Company may further carry out any commercial, industrial or financial operations, as well as any transactions on real estate or on movable property.

The Company is, as subsidiary of a specialized investment funds and on the basis of the article 52 of the law on the specialized investment funds, exempted from the obligation to consolidate the companies held for investment purposes. As a consequence, in accordance with legal provisions these annual accounts were presented on an unconsolidated basis for approval by the annual general meeting of the Sole Shareholder.

In conformity with Article 314 of the Commercial Law of August 10, 1915, the Company is exempted from the obligation to establish consolidated accounts.

The Company is included in the consolidated accounts of CVC Group Limited. The registered address of that Company is located at Lime Grove House, Green Street, St Helier, Jersey JE1 2ST - Channel Islands.

**Note 2 - Principles, rules and valuation methods**

**2.1 General principles**

The annual accounts are prepared in conformity with the Luxembourg legal and regulatory requirements and according to generally accepted accounting principles applicable in Luxembourg. The accounting policies and valuation principles are, apart from the rules enforced by the law, determined and implemented by the Management.

**CVC Capital Partners (Luxembourg) S.à r.l.**  
**Notes to the annual accounts as at December 31, 2014**

The preparation of annual accounts requires the use of certain critical accounting estimates. It also requires the Management to exercise its judgement in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the period in which the assumptions changed. Management believes that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and results fairly.

## **2.2 Significant valuation rules**

The significant valuation rules of the Company can be summarised as follows:

### **2.2.1 Formation expenses**

The formation expenses are amortised on a straight line basis over a period of five years.

### **2.2.2 Intangible fixed assets**

The intangible assets are valued at their acquisition cost including the incidental costs of acquisition or at their production cost, reduced by accumulated depreciation and value adjustments. These value adjustments may not be continued if the reasons for which the value adjustments were made have ceased to apply.

### **2.2.3 Tangible fixed assets**

The tangible assets are valued at their acquisition cost including the incidental costs of acquisition reduced by accumulated value adjustment. The tangible assets are depreciated over their estimated useful lives. These value adjustments may not be continued if the reasons for which the value adjustments were made have ceased to apply.

The other fixtures and fittings, tools and equipments are amortised on a straight line basis over a period of three years.

When the Company considers that there exists a permanent reduction in the value of a tangible asset, an additional value adjustment is made in order to reflect the loss.

### **2.2.4 Financial fixed assets**

Shares in affiliated undertakings and loans held as fixed assets are valued at their historical acquisition cost including the incidental costs of acquisition.

If the management determines that a permanent impairment has occurred in the value of a financial asset, a value adjustment will be made in order to reflect that loss. These value adjustments may not be continued if the reasons for which the value adjustments were made have ceased to apply.

**CVC Capital Partners (Luxembourg) S.à r.l.**  
**Notes to the annual accounts as at December 31, 2014**

### 2.2.5 Debtors

Debtors are recorded at their nominal value. A value adjustment is made when their reimbursement is partly or completely compromised. These value adjustments may not be continued if the reasons for which the value adjustments were made have ceased to apply.

### 2.2.6 Foreign currency translation

The Company maintains its books and records in EUR.

All the transactions expressed in another currency than EUR are translated in EUR at the exchange rate prevailing at the date of the transaction.

The formation expenses and fixed assets expressed in another currency than EUR are translated in EUR at the exchange rate prevailing at the date of their acquisition. At the balance sheet date, fixed assets are maintained at their historical exchange rate.

Cash at bank is translated at the exchange rate prevailing at the balance sheet date. Exchange gains and losses resulting from this conversion are accounted for in the profit and loss account for the year.

The short term debtors and creditors are valued at the exchange rate prevailing at the balance sheet date. Related unrealised exchange losses are accounted for in the profit and loss account. The other assets and liabilities are valued individually at the lowest, respectively the highest, of their value at the historical exchange rate or at their value determined at the exchange rate prevailing at the balance sheet date.

### 2.2.7 Provisions

The provisions are intended to cover losses or debts the nature of which is clearly defined and which, at the balance sheet date, are either likely to be incurred or certain to be incurred but uncertain as to their amount or the date on which they will arise.

### 2.2.8 Value adjustments

The value adjustments are deducted directly from the related asset.

### 2.2.9 Debts

Debts are recorded at their repayment value.

### 2.2.10 Prepayments

This item includes charges incurred during the financial year but attributable to a subsequent accounting year.

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**Notes to the annual accounts as at December 31, 2014**

**Note 3 - Intangible assets**

|  | <b>2014</b>              | <b>2013</b>              |
|--|--------------------------|--------------------------|
|  | <b>EUR</b>               | <b>EUR</b>               |
| Net book value at the beginning of the year  | 185,344.98               | 189,587.60               |
| Additions                                    | <u>1,083,293.82</u>      | <u>170,450.10</u>        |
| Total  | 1,268,638.80             | 360,037.70               |
| Depreciation during the year                 | <u>(438,989.89)</u>      | <u>(174,692.72)</u>      |
| <b>Net book value at the end of the year</b> | <u><b>829,648.91</b></u> | <u><b>185,344.98</b></u> |

The intangible assets are amortized on a straight-line basis at an annual rate of 33,33 %. The additions during the year 2014 consist of the development of a huge database that will be used centrally within the CVC Group worldwide.

**Note 4 - Tangible assets**

|  | <b>2014</b>            | <b>2013</b>             |
|--|------------------------|-------------------------|
|  | <b>EUR</b>             | <b>EUR</b>              |
| Net book value at the beginning of the year  | 33,870.73              | 80,264.47               |
| Additions                                    | <u>998.67</u>          | <u>6,791.82</u>         |
| Total  | 34,869.40              | 87,056.29               |
| Depreciation during the year                 | <u>(27,634.43)</u>     | <u>(53,185.56)</u>      |
| <b>Net book value at the end of the year</b> | <u><b>7,234.97</b></u> | <u><b>33,870.73</b></u> |

The tangible assets are amortized as a straight-line basis at an annual rate of 33,33 %.

**CVC Capital Partners (Luxembourg) S.à r.l.**  
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**Note 5 - Financial fixed assets**

As at December 31, 2014, the companies in which the Company owns at least twenty per cent of the share capital, or in which it is the member having unlimited liability, can be detailed as follows:

| Name of the companies                                       | Registered office | Percentage of ownership<br><br>% | Closing date of the last financial year | Shareholders equity<br><br>EUR | Result of the last financial year<br><br>EUR | Net Investment amount<br>01/01/2014<br><br>EUR | Value adjustment / Liquidation<br><br>EUR | Net Investment amount<br>31/12/2014<br><br>EUR |
|---|-------------------|----------------------------------|---|--------------------------------|--|--|---|--|
| CVC CP Group S.A.<br>(Formerly CVC CP Northern Europe S.A.) | Belgium           | 100                              | 31/12/2014                              | Liquidated                     | Liquidated                                   | 61,999.00                                      | (61,999.00)*                              | 0.00   |
| CVC CP Advisory Company Lux S.à r.l.                        | Luxembourg        | 100                              | 31/12/2014                              | 1,518,541.67                   | 467,163.05                                   | 12,500.00                                      | -   | 12,500.00                                      |
| CVC CP Svenska AB.  | Sweden            | 100                              | 31/12/2014                              | Liquidated                     | Liquidated                                   | 10,904.06                                      | (10,904.06)*                              | 0.00   |
| CVC CP (Benelux) SA/NV                                      | Belgium           | 100                              | 31/12/2014                              | 3,543,859                      | 355,895                                      | 61,999.00                                      | -   | 61,999.00                                      |
| CVC CP (España) SL  | Spain             | 100                              | 31/12/2014                              | 1,327,051                      | 127,901                                      | 3,005.00                                       | -   | 3,005.00                                       |
| CVC CP (France) SA  | France            | 100                              | 31/12/2014                              | 808,691                        | 253,986                                      | 36,994.00                                      | -   | 36,994.00                                      |
| CVC CP (Deutschland) GmbH                                   | Germany           | 100                              | 31/12/2014                              | 2,042,680                      | 337,968                                      | 25,000.00                                      | -   | 25,000.00                                      |
| CVC CP Switzerland GmbH                                     | Switzerland       | 100                              | 31/12/2014                              | 48,413                         | 84,825                                       | 65,096.52                                      | -   | 65,096.52                                      |
| CVC CP SRL  | Italy             | 99                               | 31/12/2014                              | 828,422                        | 197,134                                      | 963,265.43                                     | (102,258.47)                              | 861,006.96                                     |
| CVC CP Services S.à r.l.                                    | Luxembourg        | 100                              | 31/12/2014                              | 282,524.73                     | 36,881.19                                    | 12,500.00                                      | -   | 12,500.00                                      |
| CVC CP Ltd  | U.K.              | 100                              | 31/12/2014                              | 10,666,488                     | 3,233,305                                    | 4,399,719.84                                   | -   | 4,399,719.84                                   |
| CVC CP Advisory US Inc                                      | U.S.A.            | 100                              | 31/12/2014                              | 2,555,298                      | 909,568                                      | 7,542.62                                       | -   | 7,542.62                                       |
| CVC Asia Pacific Limited                                    | Jersey            | 100                              | 31/12/2014                              | 9,351,231                      | 1,913,706                                    | 4,209,110.58                                   | -   | 4,209,110.58                                   |
| CVC CP US   | U.S.A             | 100                              | 31/12/2014                              | 536,202                        | 139,003                                      | 94,646.12                                      | -   | 94,646.12                                      |
| CVC CP International S.à r.l.                               | Luxembourg        | 100                              | 31/12/2014                              | 247,507.53                     | 238,386.77                                   | 12,500.00                                      | -   | 12,500.00                                      |
| <b>TOTAL</b>  |                   |                                  |   |                                |  | <b>9,976,782.17</b>                            | <b>(175,161.53)</b>                       | <b>9,801,620.64</b>                            |

\*Liquidation



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**Note 6 - Income from financial fixed assets**

On August 27, 2014 the Company received a dividend amounting to USD 6,000,000.00 (EUR 4,553,388.48) on its bank account from of CVC Asia Pacific Limited

On September 8, 2014 the Company received a dividend amounting to GBP 4,200,000.00 (EUR 5,234,623.29) on its bank account from CVC Capital Partners Limited

On October 17, 2014 the Company received a dividend amounting to CHF 355,000.00 (EUR 293,388.43) on its bank account from CVC Capital Partners Switzerland GmbH

On October 24, 2014 the Company received a dividend amounting to EUR 721,030.58 on its bank account from CVC Capital Partners SRL

On October 30, 2014 the Company received a dividend amounting to CHF 80,000.00 (EUR 66,225.17) on its bank account from CVC Capital Partners Switzerland GmbH

On October 31, the Company received a dividend amounting to EUR 1,812,706 on its bank account from CVC Capital Partners (France) SA

On October 31, 2014 and on November 3, 2014 the Company received a dividend amounting to EUR 1,200,000.60 in three different wires on its bank account from CVC Capital Partners (Benelux) SA

**Note 7 - Debtors**

The maturity profile of debtors can be broken down as follows:

| Within one year | Between one and five years | After more than five years | Total 31/12/2014 |
|-----------------|----------------------------|----------------------------|------------------|
| EUR             | EUR                        | EUR                        | EUR              |
| 13,806,517.28   | 1,200,000.00               | -                          | 15,006,517.28    |

As at December 31, 2014, the debtors are composed of amounts due by third parties and by affiliated companies for respectively EUR 1,918,485.12 (2013: EUR 677,768.46) and EUR 13,088,032.16 (2013: EUR 9,427,897.65).

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**Notes to the annual accounts as at December 31, 2014**

**Note 8 - Subscribed capital**

On November 6, 2014, an Extraordinary General Meeting of the shareholders decided to decrease the share capital of the Company by an amount of EUR 12,500.00, in order to bring it from its current amount of EUR 125,000.00 to an amount of EUR 112,500.00 through the repurchase and cancellation of all the 1,250,000 Class K Shares having a nominal value of EUR 0.01 each, for a total purchase price of EUR 12,000,000. The amount of EUR 12,000,000.00 being deducted from available reserve.

As at December 31, 2014, the subscribed capital amounting to EUR 112,500.00 is represented by:

- 1,250,000 Class A shares;
- 1,250,000 Class B shares;
- 1,250,000 Class C shares;
- 1,250,000 Class D shares;
- 1,250,000 Class E shares;
- 1,250,000 Class F shares;
- 1,250,000 Class G shares;
- 1,250,000 Class H shares; and
- 1,250,000 Class J shares.

Each share entitles to a fraction of the corporate assets and profits in direct proportion to the number of shares in existence.

|  | Subscribed capital<br>EUR | Legal reserve<br>EUR | Other reserve<br>EUR | Profit brought forward<br>EUR | Profit or loss for the financial year<br>EUR | Total<br>EUR    |
|--|---------------------------|----------------------|----------------------|-------------------------------|--|-----------------|
| Opening balance as at 01.01.2014                           | 125,000.00                | 12,500.00            | 0.00                 | 12,914,501.50                 | 2,981,755.71                                 | 16,033,757.21   |
| Allocation of results of last year as at 31.10.2014        |                           |                      |                      | 2,981,755.71                  | (2,981,755.71)                               | 0.00            |
| Allocation of the Profit brought forward to Other reserves |                           |                      | 11,987,500.00        | (11,987,500.00)               |  |                 |
| Result of the financial year                               |                           |                      |                      |                               | 16,344,560.72                                | 16,344,560.72   |
| Repurchase/cancellation of classes of shares               | (12,500.00)               |                      | (11,987,500.00)      |                               |  | (12,000,000.00) |
| Closing balance as at 31.12.2014                           | 112,500.00                | 12,500.00            | 0.00                 | 3,908,757.21                  | 16,344,560.72                                | 20,378,317.93   |

**Note 9 - Legal reserve**

In accordance with Luxembourg company law, the Company is required to transfer a minimum of 5% of its net profit for each financial year to a legal reserve. This requirement ceases to be

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necessary once the balance on the legal reserve reaches 10% of the issued share capital. The legal reserve is not available for distribution to the shareholders.

**Note 10 - Non subordinated debts**

The maturity profile of debts can be broken down as follows:

| Within one year | Between one and five years | After more than five years | Total 31/12/2014 |
|-----------------|----------------------------|----------------------------|------------------|
| EUR             | EUR                        | EUR                        | EUR              |
| 5,440,159.60    | -                          | -                          | 5,440,159.60     |

As at December 31, 2014, the creditors are composed of:

- other affiliated companies: EUR 4,251,636.31; (EUR 4,852,753.10 as at December 31, 2013);
- amount due to third parties : EUR 1,188,523.29; (EUR 544,974.51 as at December 31, 2013).

**Note 11 - Other external charges**

As at December 31, 2014, this item is composed as follows:

- the running expenses in relation with the activity of the company: EUR 4,115,164.99; (EUR 4,019,221.07 as at December 31, 2013);
- the fees recharged by affiliated companies: EUR 34,959,733.28; (EUR 28,216,730.96 as at December 31, 2013).

**Note 12 - Staff costs**

During the fiscal year the Company employed an average of 13 people directly for the management of its activities (12 in 2013).

**Note 13 - Net turnover**

This item is mainly composed of recharged of services fees invoiced to a Jersey related party.

**Note 14 – Income from financial current assets**

This item is mainly composed of a liquidation boni amounting to SEK 11,800,000 (EUR 1,233,149.00) in relation to the liquidation of CVC CP Svenska AB and EUR 321,731.46 in relation to the liquidation of CVC CP Group SA (see note 5).

**Note 15 - Tax status**

The Company is subject in Luxembourg to the general tax regulations applicable to all companies.

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**Note 16 – Subsequent events**

There as been no subsequent event since the closing as at 31 December 2014.